

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, dissemination report, copy of political propaganda or other document or information filed with the Attorney General under this act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of such documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. Finally, the Attorney General transmits an annual report to the Congress on the Administration of the Act which lists the names of all agents and the nature, sources and content of the political propaganda disseminated or distributed by them. This report is available to the public.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, D.C. 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

*Furnish this exhibit for EACH foreign principal listed in an initial statement
and for EACH additional foreign principal acquired subsequently.*

1. Name and address of registrant Oppenheimer Wolff & Donnelly, 1020 19th Street, N.W., Washington, D.C. 20036		2. Registration No. 3485
3. Name of foreign principal Cape Verde Holding Company	4. Principal address of foreign principal Av. Cidade de Lisboa Praia, Cape Verde Islands	
5. Indicate whether your foreign principal is one of the following type: <input checked="" type="checkbox"/> Foreign government <input type="checkbox"/> Foreign political party <input checked="" type="checkbox"/> Foreign or <input type="checkbox"/> domestic organization: If either, check one of the following: <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Association <input type="checkbox"/> Committee <input type="checkbox"/> Voluntary group <input checked="" type="checkbox"/> Other (specify) <u>The Government of Cape Verde</u> <input type="checkbox"/> Individual—State his nationality <u>has established the holding company by statute and owns 25% of the company.</u>		

6. If the foreign principal is a foreign government, state:

- a) Branch or agency represented by the registrant. Cape Verde Holding Co.
- b) Name and title of official with whom registrant deals. Dr. Lidio de Silva
President, Union of Capeverdeans for
an Independent Democracy

7. If the foreign principal is a foreign political party, state:

- a) Principal address
- b) Name and title of official with whom registrant deals.
- c) Principal aim

8. If the foreign principal is not a foreign government or a foreign political party, (Since the foreign principal in question is a corporation, we are providing this.)
- a) State the nature of the business or activity of this foreign principal
- The foreign principal is in the business of attracting foreign investment.

b) Is this foreign principal

- Owned by a foreign government, foreign political party, or other foreign principal Yes ☒ No ☐
- Directed by a foreign government, foreign political party, or other foreign principal..... Yes ☒ No ☐
- Controlled by a foreign government, foreign political party, or other foreign principal Yes ☒ No ☐
- Financed by a foreign government, foreign political party, or other foreign principal..... Yes ☒ No ☐
- Subsidized in whole by a foreign government, foreign political party, or other foreign principal..... Yes ☒ No ☐
- Subsidized in part by a foreign government, foreign political party, or other foreign principal..... Yes ☒ No ☐

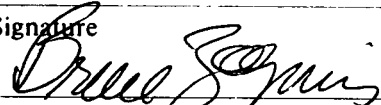
9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

See the answer to question five above. On June 17, 1991, the Cabinet of the Government confirmed in a letter the authority to establish a holding company and its role in developing investment projects and in the attraction of foreign investment.

The other shareholders of the holding company are Mr. Manfred Hawranke, a German National, and Dr. Lidio de Silva, President of the Union of Capeverdeans for an Independent Democracy (the latter two persons hold 70% of the equity) and Dr. Nelida Araujo, a Capeverdean citizen who holds 5% interest.

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

See paragraph two of the answer to #9.

Date of Exhibit A July 30, 1981	Name and Title Bruce Zagaris, Of Counsel	Signature 
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INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in triplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

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Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, D.C. 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

Name of Registrant

Oppenheimer Wolff & Donnelly

Name of Foreign Principal

Cape Verde Holding Company

Check Appropriate Boxes:

1. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach three copies of the contract to this exhibit.
2. ☐ There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach three copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
3. ☐ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

The nature and method of performance will be to review the policies, laws and regulations of the Cape Verde Government and advise them on the same, especially as it concerns economic and social development and attracting foreign investment. The work will be done through communicating with the representatives of the Cape Verde Government, and with persons in the U.S. and elsewhere that may be interested in investing in Cape Verde.

5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

The registrant will undertake the activities described in paragraph one of the attached retainer agreement.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?
Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

The registrant will prepare and disseminate publications on investment opportunities in Cape Verde and organize seminars with promotional materials on the same.

The registrant may discuss with and try to influence U.S. Executive and legislative Branches policies, laws, and regulations that may impact Cape Verde.

Date of Exhibit B

Name and Title

Signature

July 31, 1991

Bruce Zagaris, Of Counsel



Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

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OPPENHEIMER WOLFF & DONNELLY

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TO: Dr. Lidio de Silva and Mr. Manfred Nawranks, Union of
Capeverdeans for an Independent Democracy, Av. cidade de
Lisboa, Praia, Cape Verde Islands

FROM: Bruce Savaris, Esq., Oppenheimer Wolff & Donnelly,
1020 - 18th Street, N.W., Suite 400, Washington,
D.C. 20036 (ph.) (202-293-5096); (fax) (202-737-9064)

FACSIMILE NUMBER: (202) 61 21 82

DATE: June 27, 1991

NO. OF PAGES: 3 / CLIENT NO: 2985002

Re: Retainer Agreement for Professional Services

Dear Mr. Nawranks:

It was a pleasure to speak with you again today. The purpose of this retainer letter is to describe the terms of our legal representation. We understand that you are authorized to enter into agreements for the Cape Verde Government.

1. Description of Services. We will advise and assist you in the the formulation and implementation of strategy to attract foreign investment in Cape Verde. On request, we will also advise you on the financing and negotiation of agreements relating to such investments. The sectors in which our services are likely to involve: financial services; tourism; fishing; and manufacturing investments for export purposes. In addition, we will assist in other investment and commercial areas, such as food processing; transportation; and related investments.

We will assist in reviewing and strengthening relationships with other governments and international organizations, especially as they relate to attracting investment to Cape Verde.

We will assist in reviewing and strengthening your infrastructure, laws, and policies for attracting investment.

Under United States law persons who undertake this type of work for foreign governments and entities must register the agreement with the United States Department of Justice and file a quarterly report of the activities undertaken and monies received and spent. The dissemination of promotional material also requires filing with the U.S. Government. These filings are open for

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inspection by the public. Our work will include the preparation and filing of these reports.

2. Professional Fees. Our fees for these professional services will be charged as follows: Fees of \$225.00 on an hourly basis for all professional services rendered by the undersigned attorney; and normal hourly rates for other professionals working on the matter. From time to time we may want to utilize other professionals in other firms to undertake the work. The total bill at the end of the month will directly depend on the amount of hours spent to undertake the work within the agreement.

3. Reimbursable Expenses. Reimbursement will be required for our out-of-pocket expenses incurred in connection with our services, including the expense of any long distance telephone calls, filing fees, special postage, photocopies, computer research, transportation, transcripts or other expenses incurred on your behalf.

4. Term. The agreement will last for twelve months, renewable again for twelve months. If either party does not want to renew, notice shall be given within thirty days of the expiration of the term.

5. Initial Retainer. In order to budget sufficient resources, the firm requests an advance of \$10,000. Until we receive the advance, we are not able to undertake any work. Thereafter, \$10,000 will be due on the beginning of each month for which services are performed. Our services and hourly rates will be placed against the monthly advance. If the legal fees for services and reimbursable expenses performed in a given month do not reach \$10,000, the balance will apply to the next month's work. If the amount of legal fees and reimbursable expenses for services exceed the \$10,000 advance, the excess will be billed. If desired, we can budget the work schedule so that we stay within a desired budget on a quarterly basis.

6. Monthly Statements. All fees for professional services and reimbursable expense will be billed monthly and are payable upon receipt of the statement.

7. Late Payments. All invoices are due and payable upon receipt. Interest at the rate of 1% per month will be charged on unpaid balances over 30 days past due. If any invoice is not paid promptly after it is rendered, we may, consistent with other ethical and legal obligations, cease performing services for you until arrangements satisfactory to the firm have been made for payment of the unpaid statement as well as interest.

OFFENHEIMER, WOLFF & DONNELLY

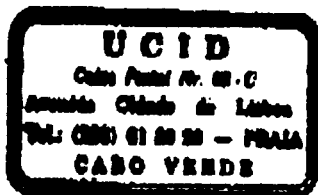
8. Managing Attorney. The undersigned attorney shall be the managing attorney responsible for supervising the professional services to be rendered.

If the foregoing meets with your approval, please sign the original of this Agreement and leave it with me. If you have any questions concerning this matter, please contact me.

Sincerely,

OPPENHEIMER WOLFF & DONNELLY

by:



AGREED AND ACCEPTED:

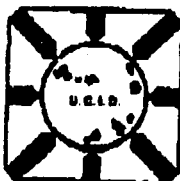
CAPE VERDE GOVERNMENT

241

Dated:

Dated:

REF: USAID/AMEMB/10-27-01/15b



UNIÃO CABOVERDEANA INDEPENDENTE E DEMOCRÁTICA

UNION OF CAPEVERDEANS FOR AN INDEPENDENT DEMOCRACY

U. C. L. D.

AV. Cidade de Lisboa,
República de Cabo Verde

C.F. 68-C - P K A A A
Telf: (238) 61.39.24